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## **WHEELOCK AND COMPANY LIMITED**

*(Incorporated in Hong Kong with limited liability)*

Stock Code: 20

### **Discloseable Transaction**

The Board announces that the Company, through its subsidiaries, acquired on the open stock market in Hong Kong an aggregate of 135,841,000 WREIC Shares during the period from 21 March 2019 to 16 March 2020 (both days inclusive) at an aggregate consideration in cash of approximately HK\$6,162 million.

On the basis that one or more of the applicable percentage ratios in respect of the Transaction is/are greater than the 5% threshold while all such ratios are below the 25% threshold for the purposes of Rule 14.07 of the Listing Rules, the Transaction constitutes a discloseable transaction for the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

#### **THE TRANSACTION**

**Dates** : During the period from 21 March 2019 to 16 March 2020 (both days inclusive).

**Parties** : (1) Certain subsidiaries of the Company as the purchasers.  
(2) Sellers in the open stock market in Hong Kong. To the best of the knowledge, information and belief of the Directors having made all reasonable enquiry (where practicable), the sellers and their ultimate beneficial owners are third parties independent of the Company and connected persons of the Company.

**Interests acquired** : An aggregate of 135,841,000 WREIC Shares representing approximately 4.47% of all the issued shares of WREIC as at the date of this announcement.

## **Consideration**

The consideration of the Transaction ranged from HK\$31.65 to HK\$61.30 per WREIC Share (exclusive of brokerage, transaction levy and trading fee), and the total consideration (exclusive of brokerage, transaction levy and trading fee) was approximately HK\$6,162 million in cash and was satisfied on the respective settlement dates from internal resources.

The consideration per WREIC Share (exclusive of brokerage, transaction levy and trading fee) represented the market prices quoted on the Stock Exchange at the relevant time at which the acquisitions under the Transaction were executed.

## **Information on WREIC**

WREIC is a Hang Seng Index constituent stock on the Stock Exchange. The principal business activities of WREIC group are development, ownership and operation of properties and hotels in Hong Kong and Singapore for investment purposes.

The net asset value of WREIC as at 31 December 2019 was approximately HK\$216,164 million. Based on the consolidated financial statements of WREIC for the two financial years ended 31 December 2018 and 2019, the consolidated net profit before taxation and extraordinary items of WREIC for those two financial years were approximately HK\$20,253 million and HK\$5,952 million respectively, and the consolidated net profits after taxation and extraordinary items and before minority interests of WREIC for those two financial years were approximately HK\$18,259 million and HK\$3,991 million respectively.

## **REASONS FOR AND BENEFITS OF THE ACQUISITION**

The Board is of the view that stock market conditions in the past year presented an opportunity for acquisition of WREIC Shares to increase the Company's ownership interests in WREIC, and the Board is confident on the long term potential growth of the property investment in Hong Kong.

The Directors believe the terms of the Transaction, which were all conducted on the open stock market in Hong Kong, are fair and reasonable and in the interests of the Company and its shareholders as a whole.

## **REGULATORY ASPECTS**

On the basis that one or more of the applicable percentage ratios in respect of the Transaction is/are greater than the 5% threshold while all such ratios are below the 25% threshold for the purposes of Rule 14.07 of the Listing Rules, the Transaction constituted a discloseable transaction for the Company under the Listing Rules and is therefore subject to the requirements of reporting and announcement pursuant to Chapter 14 of the Listing Rules.

## **GENERAL**

The principal business activities of Wheelock Group are ownership of properties for development and letting, investment holding and container terminals.

As at the close of business on 16 March 2020, Wheelock Group in aggregate held 67.30% shareholding interest in WREIC, and 71.31% shareholding interest in The Wharf (Holdings) Limited, which is another major listed subsidiary of the Company.

As at the date of this announcement, the Board comprises Mr. Douglas C. K. Woo, Mr. Stephen T. H. Ng, Mr. Stewart C. K. Leung, Mr. Paul Y. C. Tsui, Mr. Ricky K. Y. Wong, Mr. Horace W. C. Lee and Mrs. Mignonne Cheng, together with seven Independent Non-executive Directors, namely, Mr. Tak Hay Chau, Mr. Winston K. W. Leong, Mr. Alan H. Smith, Mr. Richard Y. S. Tang, Mr. Kenneth W. S. Ting, Ms. Nancy S. L. Tse and Dr. Glenn S. Yee.

## DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“Board”	the board of Directors
“Company”	Wheelock and Company Limited (stock code: 20), a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Stock Exchange
“connected person”	shall have the same meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Transaction”	the purchases by subsidiaries of the Company of an aggregate of 135,841,000 WREIC Shares conducted on the open stock market in Hong Kong during the period from 21 March 2019 to 16 March 2020 (both days inclusive) at an aggregate consideration of approximately HK\$6,162 million (exclusive of brokerage, transaction levy and trading fee)
“WREIC”	Wharf Real Estate Investment Company Limited (stock code: 1997), a company incorporated in Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange, and being a 67.30%-owned subsidiary of the Company.
“WREIC Share(s)”	ordinary share(s) of WREIC in issue
“Wheelock Group”	the Company and its subsidiaries

By Order of the Board  
**Wilson W. S. Chan**  
Company Secretary

Hong Kong, 17 March 2020